

EXHIBIT A

[Proposed Order]

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re

MOTORS LIQUIDATION COMPANY, *et al.*,
f/k/a General Motors Corp., *et al.*

Debtors.
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER APPROVING AMENDMENT AND RESTATEMENT OF MOTORS
LIQUIDATION COMPANY AVOIDANCE ACTION TRUST AGREEMENT**

Upon the motion, dated April 26, 2012 (the “**Motion**”) of Wilmington Trust Company, in its capacity as trust administrator and trustee (in such capacity, the “**Trust Administrator**”) of the Motors Liquidation Company Avoidance Action Trust (the “**Avoidance Action Trust**”) established under Article VI of the Debtors’ Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 (as confirmed, the “**Plan**”), seeking entry of an Order, pursuant to Sections 1142(b) and 105(a) of the United States Bankruptcy Code, 11 U.S.C. § 101, et seq. (the “**Bankruptcy Code**”) approving the amendment and restatement of the Motors Liquidation Company Avoidance Action Trust Agreement (the “**Original Trust Agreement**”) substantially in the form attached to the Motion as Exhibit B (the “**Amendment and Restatement**,” and the Original Trust Agreement, as amended and restated, the “**Amended and Restated Trust Agreement**”); and any objections to the Motion having been settled, resolved, withdrawn or overruled; and this Court having determined that the relief requested in the Motion is in the best interests of the above-captioned post-effective date debtors’ (the “**Debtors**”) creditors and estates; and it further appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor:

FINDINGS OF FACT

IT IS HEREBY FOUND AND DETERMINED THAT:

A. The Trust Administrator's entry into the Amendment and Restatement complies fully with Section 13.13 of the Original Trust Agreement and is consistent with both the purpose and intent of the Avoidance Action Trust and the Plan.

B. The Trust Administrator's entry into the Amendment and Restatement does not require any additional approvals or consents.

CONCLUSIONS OF LAW

IT IS HEREBY ORDERED THAT:

ORDERED, that the relief requested in the Motion is granted in its entirety; and it is further

ORDERED, that the Amendment and Restatement of the Original Trust Agreement, in substantially the form attached as Exhibit B to the Motion, is hereby approved, and the Trust Administrator and FTI Consulting, Inc., as trust monitor, are authorized to execute the same; and it is further

ORDERED, that this Order shall be effective immediately upon entry; and it is further

ORDERED, that this Bankruptcy Court shall retain jurisdiction of all matters and disputes arising in connection with or related to the interpretation or implementation of the Amendment and Restatement.

Dated: _____, 2012
New York, New York

UNITED STATES BANKRUPTCY JUDGE